



First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214  
Tel 847 318-7575  
Fax 847 318-7588

VIA UPS 2<sup>nd</sup> DAY AIR

November 19, 2002

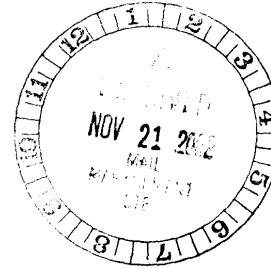
RECORDATION NO. 23356-A FILED

NOV 22 02

10-53AM

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

SURFACE TRANSPORTATION BOARD



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated September 27, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 23356.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Monitor Sugar Company  
2600 S. Euclid Avenue  
Bay City, MI 48706

A description of the railroad equipment covered by the enclosed document is twenty (20) 20,000 gallon, interior coiled tank cars, with GROX, RUSX, and TGOX marks (See Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Amy Carone  
Manager of Documentation

Enclosures

(MOSU002)

ASSGN. NO: MOSU002

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 16<sup>th</sup> day of October, 2002 by and among FIRST UNION RAIL CORPORATION, a North Carolina corporation, ("Lessor") as Owner of Cars listed on Exhibit A in Group 1, and as Manager, acting in its capacity as independent contractor for ATEL Leasing Corporation, Owner of Cars listed on Exhibit A in Group 2, and MONITOR SUGAR COMPANY ("Lessee"), a Michigan corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 1, 2000, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 1, 2002, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION,  
as Owner of Cars in Group 1, and as Manager of Cars in Group 2

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR  
Vice President Sales & Marketing

By: Amy CARONE

Name: Amy Carone

Title: \_\_\_\_\_

Title: Mgr of Documentation

Executed on this 16<sup>th</sup> day of October, 2002

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

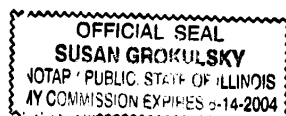
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that \_\_\_\_\_ personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 16<sup>th</sup> day of October, 2002

Susan Grokulska  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



RECORDATION NO. 23356-A FILED  
NOV 22 02 10-53AM  
SURFACE TRANSPORT BOARD

**LESSEE:**

MONITOR SUGAR COMPANY

By: Jerry Coleman

Name: Jerry Coleman

Title: VP Marketing

ATTEST:

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this 11<sup>th</sup> day of October, 2002

[CORPORATE SEAL]

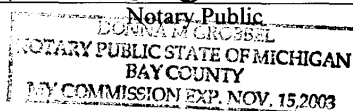
STATE OF Michigan

COUNTY OF Bay

I, Donna M. Grobbel, a Notary Public of the County and State aforesaid, certify that Jerry Coleman personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 11th day of October, 2002.

Donna M. Grobbel



Commission Expires:

11-15-2003  
(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Twenty (20)

DESCRIPTION OF CARS: 20,000-gallon, non-insulated, interior coiled tank cars with Tank Car container specification of 211A100W1.

CAR NUMBERS: See below:

Group 1 - First Union Rail Corporation (Owner)

GROX 2005  
GROX 2069  
GROX 2074  
GROX 2077  
GROX 2078  
GROX 2081  
GROX 2083  
GROX 2084  
GROX 2088  
GROX 2095  
TGOX 2221  
TGOX 2264

Group 2 - Atel Leasing Corporation (Owner)

RUSX 102  
RUSX 116  
RUSX 117  
RUSX 249  
RUSX 251  
TGOX 2242  
TGOX 2266  
TGOX 2272